

**Independent Director to Be Re-Elected**



**Police General Pansiri Prapawat**

<b>Age</b>	60
<b>Nationality</b>	Thai
<b>Educational Background</b>	M.A. (Political Science), Thammasat University M.S. (Science Police Administration Criminal Justice), Eastern Kentucky, U.S.A. B.P.A. (Police Science) Royal Police Cadet Academy
<b>Director's Certificates</b>	Certificate of Directors Certification Program (DCP), Thai Institute of Directors Association
<b>Proposed Position</b>	Independent Director
<b>Current Positions in EGCO</b>	
March 2012- Present	Independent Director, a member of Nomination and Remuneration Committee and a member of the Corporate Governance and Social Responsibility Committee
<b>Current Positions in Other Organization</b>	
● Listed Companies	None
● Non-listed Companies	2
March 2012 - Present	Chairman of Settlement Committee under the Securities and Exchange Act, B.E. 2535(1992), Securities and Exchange Commission, Thailand
2009- Present	Deputy Commissioner General, Royal Thai Police

- Others that may cause conflict of interests to EGCO None

**Experience**

2007-2009 Advisor (Level 10), equivalent to Deputy Commissioner General, Royal Thai Police

2005-2007 Assistant Commissioner General, Royal Thai Police

2005-2006 Independent Director, Metropolitan Electricity Authority

2005-2006 Independent Director, Metropolitan Waterworks Authority

**Achievement in year 2012 – March 2013**

- Being an Independent Director, a member of the Nomination and Remuneration Committee and a member of Corporate Governance and Social Responsibility Committee
- Devoting time and paying attention to the Company's interest and always attending the Company's meetings
- Providing recommendations for good corporate governance of the Company

**Legal Dispute**

No legal dispute during the past 5 years

**Year of Service**

1 year

**Term of Service**

1<sup>st</sup> term: March 2012- Shareholders' 2013 Annual General Meeting

**EGCO Shareholding**

None

**Meeting Attendance in Year 2012**

- Board of Directors : 9 out of 10 (90%)
- Nomination and Remuneration Committee : 3 out of 5 (60%)
- Corporate Governance and Social Responsibility Committee : 2 out of 2 (100%)

**Nomination Rationale**

The Board endorses the Nomination and Remuneration Committee's proposal that Pol. Gen. Pansiri Prapawat should be re-elected as a director for another term due to his qualifications complied with the Company's definitions of independent directors, knowledge and experiences on corporate governance and time devotion. In addition, his individual director performance is good. His re-election will ensure the continuity in the governance of the company.

**Additional information to consider for Independent Director Election**

- Holding shares not more than 0.5% of the paid-up capital with the voting right of EGCO, parent company, subsidiary company, associated company or any legal entity that may have the conflict of interest (including the connected persons as stipulated in section 258 of securities laws) Yes
- Not being a director that takes part in the management (executive director, director who has the same responsibility as management except for the signature in transactions approved by the Board and the joint signing with other directors), employees, advisors who receive regular salary, and controlling person of EGCO, parent company, subsidiary company, associate company and fellow subsidiary (subsidiary of the same holding company) or any entity that may have a conflict of interest during the period of two years before his/her appointment. Yes
- Not being a person who is related by maternity and by registration as parents, spouse, brother, sister, and son and daughter including their spouses of the management, or major shareholders, controlling persons or persons who will be nominated to be the Management or controlling persons of EGCO or its subsidiaries. Yes
- Not having business relationship with and not being a major shareholder, non-independent director or management of EGCO, parent company, subsidiary company, associate company or any entity that may have a conflict of interest in a way that would affect the giving of independent opinions during the period of two years before the filing date. Yes
- Not being an auditor or a major shareholder, director, management or partner of the audit firm that provides auditing services to EGCO, parent company, subsidiary company, associate company or any entity that may have a conflict of interest during the period of two years before the filing date Yes
- Not providing any professional service or being a major shareholder, non-independent director, management or partner of the company that provide professional service which include financial and legal advices with the fee higher than 2 million baht per year during the period of two years before the filing date Yes
- Not being appointed as a representative to safeguard interests of EGCO director, majority shareholders or shareholders who are related to EGCO's majority shareholders. Yes
- Not having any constraint that would affect the performance of giving independent judgment on EGCO. Yes

## Director to Be Re-Elected



**Mr. Sahust Pratumkukul**

<b>Age</b>	57
<b>Nationality</b>	Thai
<b>Educational Background</b>	B.Eng. (Electrical Engineering), Chulalongkorn University
<b>Director's Certificates</b>	Certificate of Directors Certification Program (DCP) Certification from Thai Institute of Directors Association
<b>Proposed Position</b>	President
<b>Current Position in EGCO</b>	
October 2011- Present	President, Member of Investment Committee and Member of Corporate Governance and Social Responsibility Committee
<b>Current Positions in Other Organization</b>	
● Listed Companies	1
April 2012 - Present	Director, East Waster Public Company Limited
● Non-listed Companies	9
April 2012 - Present	Chairman, Yanhee EGCO Holding Company Limited Chairman, Solarco Company Limited
October 2012 - Present	Chairman, Khanom Electricity Generating Company Limited Chairman, EGCO Engineering and Service Company Limited Director, Xayaburi Power Company Limited

	Director, Gulf Electric Public Company Limited
	Director, BLC Power Company Limited
October 201 – January 201	Chairman, Natural Energy Development Company Limited
	Chairman, NED Wind Company Limited
<ul style="list-style-type: none"> <li>● Others that may cause conflict of interests to EGCO</li> </ul>	None
<b>Experience</b>	
2010-2011	Deputy Governor-Policy and Planning, Electricity Generating Authority of Thailand
2009-2010	Director, EGAT International Company Limited
2006	Assistant Governor-Policy, Electricity Generating Authority of Thailand
<b>Achievement in year 2012 – March 2013</b>	<ul style="list-style-type: none"> <li>● Being President, a member of the Investment Committee and a member of Corporate Governance and Social Responsibility Committee</li> <li>● Devoting time to the Company's management and governance as well as always attending the Company's meetings</li> </ul>
<b>Legal Dispute</b>	No legal dispute during in the past 5 years
<b>Year of Service</b>	3 years
<b>Term of Service</b>	1 <sup>st</sup> term : April 2010 – Shareholders' 2013 Annual General Meeting
<b>EGCO Shareholding</b>	1,890 Shares
<b>Meeting Attendance in Year 2012</b>	Board of Directors : 12 out of 12 (100%) Investment Committee : 12 out of 12 (100%) Corporate Governance and Social Responsibility Committee : 3 out of 3 (100%)
<b>Nomination Rationale</b>	The Board endorses the Nomination and Remuneration Committee's proposal that Mr.Sahust Pratuknukul should be re-elected a President for another term due to his qualification,

leadership, business knowledge, management skills, resulting to the achievement in outstanding performance for year 2012, business investment expansion in power plants and other business, compliance to good corporate principles, obligatory law and regulations, as well as the re-organization to enhance the management efficiency. In addition, his individual director performance is good. His re-election will ensure the continuity in the governance of the company.

**Director to be re-elected**



**Mr.Surasak Supavitipatana**

<b>Age</b>	60
<b>Nationality</b>	Thai
<b>Educational Background</b>	B.Eng. (Electrical Engineering), Kasetsart University
<b>Director's Certificates</b>	Certificate of Directors Certification Program (DCP) Certification from Thai Institute of Directors Association
<b>Proposed Position</b>	Director
<b>Current Positions in EGCO</b>	
May 2011- Present	Director and Member of the Investment Committee
<b>Current Positions in Other Organization</b>	
● Listed Companies	None
● Non-listed Companies	1
January 2010 - Present	Deputy Governor, Electricity Generating Authority of Thailand
● Others that may cause conflict of interests to EGCO	None
<b>Experience</b>	
October 2006- January 2010	Assistant Governor-Power Plant 2 , Electricity Generating Authority of Thailand
November 2000- September 2006	Mae Moh Power Plant Production Division Manager, Electricity Generating Authority of Thailand

**Achievement in year 2012**

- Being Member of the Board of Directors and Member of Investment Committee
- Devoting time and paying attention to the Company's interest and always attending the Company's meetings
- Providing guidance on business operation especially on engineering

**Legal Dispute**

No legal dispute during the past 5 years

**Year of Service**

1 Year and 4 Months

**Term of Service**

1<sup>st</sup> term : April 2012 - March 2013

**EGCO Shareholding**

None

**Meeting Attendance in Year 2012**

- Board of Directors : 12 out of 12 (100%)
- Investment Committee : 10 out of 12 (83.33%)

**Nomination Rationale**

The Board endorses the Nomination and Remuneration Committee's proposal that Mr. Surasak Supavitipatana should be re-elected a director for another term due to his qualification, leadership and proficiency in engineering with power business which would strengthen the governance of the Company as well as time devotion. In addition, his individual director performance is good. His re-election will ensure the continuity in the governance of the company.



**Director to be re-elected**



**Mr. Pithsanu Tongveerakul**

<b>Age</b>	59
<b>Nationality</b>	Thai
<b>Educational Background</b>	M.Eng. Lamar University, U.S.A B.Eng. (Mechanical Engineering), Chulalongkorn University
<b>Director's Certificates</b>	Certificate of Directors Certification Program (DAP) Certification from Thai Institute of Directors Association (IOD)
<b>Proposed Position</b>	Director
<b>Current Positions in EGCO</b>	
May 2011- Present	Director, Member of the Nomination and Remuneration Committee
<b>Current Positions in Other Organization</b>	
● Listed Companies	None
● Non-listed Companies	1
October 2011- Present	Deputy Governor- Business Development, Electricity Generating Authority of Thailand
● Others that may cause conflict of interests to EGCO	None
<b>Experience</b>	
October 2006- January 2010	Assistant Governor- Power Plant 2, Electricity Generating

	Authority of Thailand
December 2007- September 2011	Assistant Governor-Operation and Maintenance Business, Electricity Generating Authority of Thailand
October 2006-December 2007	Director, Production Efficiency Division, Electricity Generating Authority of Thailand
<b>Achievement in January – March 2013</b>	<ul style="list-style-type: none"> <li>● Being Member of the Board of Directors and Member of the Nomination and Remuneration Committee</li> <li>● Devoting time and paying attention to the Company's interest and always attending the Company's meetings</li> <li>● Providing guidance on business operation especially on engineering</li> </ul>
<b>Legal Dispute</b>	No legal dispute during the past 5 years
<b>Year of Service</b>	3 Months
<b>Term of Service</b>	1 <sup>st</sup> term : January 2013- March 2013
<b>EGCO Shareholding</b>	None
<b>Meeting Attendance in Year 2012</b>	<ul style="list-style-type: none"> <li>● Board of Directors : 2 out of 2 (100%)</li> <li>● Nomination and Remuneration Committee : 1 out of 2 (50%)</li> </ul>
<b>Nomination Rationale</b>	The Board endorses the Nomination and Remuneration Committee's proposal that Mr.Pithsanu Tongveerakul should be re-elected a director for another term due to his qualification, leadership and proficiency in engineering with power business which would strengthen the governance of the Company. In addition, his individual director performance is good. His re-election will ensure the continuity in the governance of the company.

**Director to be re-elected**



**Mr. Hideo Kuramochi**

<b>Age</b>	51
<b>Nationality</b>	Japanese
<b>Educational Background</b>	B.Eng (Electronics and Communication), Waseda University, Japan
<b>Director's Training</b>	None
<b>Proposed Position</b>	Director
<b>Current Positions in EGCO</b>	
May 2012 - Present	Director, Chairman of the Nomination and Remuneration Committee, Member of Investment Committee
<b>Current Positions in Other Organization</b>	
● Listed Companies	None
● Non-listed Companies	3
April 2012 – Present	Chief Executive Officer, Diamond Generating Asia, Limited
April 2012 – Present	Managing Director, TEPDIA Generating B.V
March 2012 – Present	Director, Natural Energy Development Company Limited
● Others that may cause conflict of interests to EGCO	None
<b>Experience</b>	
2011	Deputy General Manager, EMEA Business Unit, Mitsubishi Corporation

2010	Deputy General Manager, New Energy Power Generation Unit, Mitsubishi Corporation
2009	Deputy General Manager, New Energy Power Generation Unit, Mitsubishi Corporation
2009	Head of International IPP, Power Generation and Marketing International Unit, Mitsubishi Corporation
2007	Head of Southeast Asia IPP, Power Generation and Marketing International Unit, Mitsubishi Corporation

**Achievement in year 2012**

- Being Member of the Board of Directors and Chairman of the Nomination and Remuneration Committee and Member of Investment Committee
- Devoting time and paying attention to the Company's interest and always attending the Company's meetings
- Providing guidance on business operation especially on engineering

**Legal Dispute**

No legal dispute during the past 5 years

**Year of Service**

1 Year

**Term of Service**

1<sup>st</sup> term : March 2012 – March 2013

**EGCO Shareholding**

None

**Meeting Attendance in Year 2012**

- Board of Directors : 10 out of 10 (100%)
- Investment Committee : 9 out of 10 (90%)
- Nomination and Remuneration Committee : 5 out of 5 (100%)

**Nomination Rationale**

The Board endorses the Nomination and Remuneration Committee's proposal that Mr. Hideo Kuramochi should be re-elected a director for another term due to his qualification, leadership, proficiency in engineering and international business and time devotion. In addition, his individual director performance is good. His re-election will ensure the continuity in the governance of the company.

**Definition of Independent Directors**

The Company has defined the qualifications of independent directors which is stricter than the requirement of the SET in accordance with the Capital Market Supervisory Board. Under the new definition, EGCO independent director shall have the following qualifications.

1. Holding shares not more than 0.5% of the paid-up capital with the voting right of EGCO, parent company, subsidiary company, associated company or any legal entity that may have the conflict of interest (including the connected persons as stipulated in section 258 of securities laws)
2. Not being a director that takes part in the management (executive director, director who has the same responsibility as management except for the signature in transactions approved by the Board and the joint signing with other directors), employees, advisors who receive regular salary, and controlling person of EGCO, parent company, subsidiary company, associate company and fellow subsidiary (subsidiary of the same holding company) or any entity that may have a conflict of interest during the period of two years before his/her appointment.
3. Not being a person who is related by maternity and by registration as parents, spouse, brother, sister, and son and daughter including their spouses of the management, or major shareholders, controlling persons or persons who will be nominated to be the Management or controlling persons of EGCO or its subsidiaries.
4. Not having business relationship with and not being a major shareholder, non-independent director or management of EGCO, parent company, subsidiary company, associate company or any entity that may have a conflict of interest in a way that would affect the giving of independent opinions during the period of two years before the filing date.
5. Not being an auditor or a major shareholder, director, management or partner of the audit firm that provides auditing services to EGCO, parent company, subsidiary company, associate company or any entity that may have a conflict of interest during the period of two years before the filing date
6. Not providing any professional service or being a major shareholder, non-independent director, management or partner of the company that provide professional service which include financial and legal advices with the fee higher than 2 million baht per year during the period of two years before the filing date
7. Not being appointed as a representative to safeguard interests of EGCO director, majority shareholders or shareholders who are related to EGCO's majority shareholders.
8. Not having any constraint that would affect the performance of giving independent judgement on EGCO.

If a person having qualifications stated in item 1 to 8 above is appointed as an independent director of the Company, such independent director may be assigned by the Company's Board of Directors to make decision in respect of business operation of EGCO, parent company, the subsidiary or associated company, the major shareholder of EGCO, or the person having controlling power over EGCO, provided that such decision making is made as a collective decision.

**The terms of independent directors**

The term of independent directors is limited at 3 terms, of which the counting of the term would start from the 2011 Annual General Shareholder Meeting onwards.